



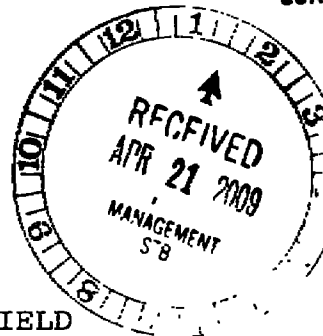
CORPORATION SERVICE COMPANY

RECORDATION NO. 27917 FILED

APR 21 '09

3-09 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield IL 62703

800-927-9801 Ext 3813
217-492-2727

To: SURFACE TRANSPORTATION BOARD **ATTENTION KAREN JANUARY**

From: April Oshea

Date: April 20, 2009

Order#: 965496/005

Re: 1200-163-09 & 1200-164-09 RAILWORKS TRACK SYSTEMS INC.

Please process the enclosed documents for the service indicated below.

XX Other: Surface Transportation Board Filing

RECEIPT SHOULD BE IN OUR OFFICE: 04/24/2009
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$41.00
Payable to: Surface Transportation Board

Mailing Instructions:

XX Return the filing acknowledgement to our office.
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:

Lessee:
Railworks Track Systems Inc.
8485 West 210 Street
Lakeville, MN 55044

Lessor:
General Electric Capital Corporation
44 Old Ridgebury Road
Danbury, CT 06810



CORPORATION SERVICE COMPANY

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

APR 21 09

3-09 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE ("Memorandum") dated as of this 17th day of March, 2009 is made by General Electric Capital Corporation, a Delaware corporation, with an address at 44 Old Ridgebury Road, Danbury, CT 06810 (the "Lessor") and Railworks Track Systems, Inc., a Nevada corporation, with an address at 8485 West 210 Street, Lakeville, MN 55044 (the "Lessee" and, together with the Lessor, the "Parties").

1. The Lessor and Lessee entered into a certain Master Lease Agreement dated as of July 14, 2008 (the "Master Lease").
2. The Parties have entered into Schedule No. 008 under the Master Lease (the "Schedule" and, together with the Master Lease, the "Lease") and wish to show for the public record the existence of the Schedule, the respective interest therein of the Parties and a description of the equipment (the "Equipment") as set forth in Exhibit A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.
3. By this instrument the Lessor hereby confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee hereby confirms such terms and conditions, which are incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, each of the Parties have caused this Memorandum to be executed by its duly authorized officer as of the date first above written.

Railworks Track Systems, Inc.

By Name Gene J. CelliniSenior Vice President-Tax,Title Secretary & Treasurer

General Electric Capital Corporation


By Name ROBERT KRASKATitle SENIOR RISK ANALYST

Exhibit A

Two (2) 2009 Knox Kershaw Model KTC-1200 Tie Cranes with Basket Grapple Attachment, Serial Numbers 1200-163-09 & 1200-164-09

State of New York)
) ss.
County of New York)

On this 26 day of March, 2009, before me personally appeared Gene S Cellini, to me personally known, who, being by me duly sworn, says that (s)he is a Sup. Secretary Treasurer of **Railworks Track Systems, Inc.**, and that (s)he is duly authorized to sign the foregoing instrument on behalf of **Railworks Track Systems, Inc.** and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of **Railworks Track Systems, Inc.**



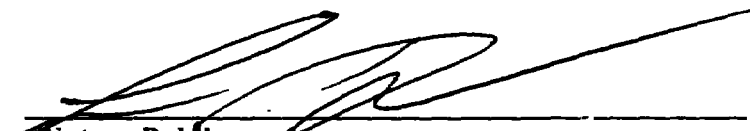
Notary Public

TERESA L. ROUNDTREE
Notary Public, State of New York
No. 01RO4983489
Qualified in New York County
Commission Expires July 1, 2011

My Commission Expires:

State of)
) ss.
County of)

On this 27th day of March, 2009, before me personally appeared Robert Kraska, to me personally known, who, being by me duly sworn, says that (s)he is a Senior Risk Analyst of **General Electric Capital Corporation**, and that (s)he is duly authorized to sign the foregoing instrument on behalf of **General Electric Capital Corporation** and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of **General Electric Capital Corporation**.



Notary Public

My Commission Expires:

LORETTA D. LEISH
NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 31, 2011